# LAW OFFICES OF LOUIS E. GITOMER

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April 3, 2009

CORDATION NO. 27864 - B

Honorable Anne K. Quinlan Acting Secretary Surface Transportation Board Washington, DC 20423

APR 0 3 '09 -12 3 9 PM

Dear Acting Secretary Quinlan:

SURFACE TRANSPORTATION BOARD

I have enclosed for efiling the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Assignment of Subleases, a secondary document, dated as of April 3, 2009. The primary document to which this is connected is recorded under a new Recordation No. We request that this document be recorded under suffix "B" for the new Recordation No.

The names and addresses of the parties to the Memorandum of Assignment of Subleases are:

#### Assignor:

Trinity Industries Leasing Company 2525 Stemmons Freeway Dallas, TX 75207

#### Assignce:

Bank of Utah 200 E. South Temple, Suite 210 Salt Lake City, UT 84111

A description of the equipment covered by the Memorandum of Assignment of Subleases consists of 125 freight cars numbered TILX 48131-48255, inclusive.

Honorable Anne K. Quinlan April 3, 2009 Page 2

A fee of \$41.00 is enclosed. Please return one copy by email to:

Louis E. Gitomer 600 Baltimore Avenue, Suite 301 Towson, MD 21204 Lou\_Gitomer@verizon.net

A short summary of the document to appear in the index follows: Memorandum of Assignment of Subleases between Trinity Industries Leasing Company, 2525 Stemmons Freeway, Dallas, TX 75207, and Bank of Utah, 200 E. South Temple, Suite 210, Salt Lake City, UT 84111, covering 125 freight cars numbered TILX 48131-48255, inclusive.

Enclosure

APR 0 3 '09 -12 39 PM
SURFACE TRANSPORTATION BOARD

#### MEMORANDUM OF ASSIGNMENT OF SUBLEASES

between

TRINITY INDUSTRIES LEASING COMPANY, as Lessee

and

BANK OF UTAH, as Collateral Agent

### MEMORANDUM OF ASSIGNMENT OF SUBLEASES

THIS MEMORANDUM OF ASSIGNMENT OF SUBLEASES is effective as of April 2009, by and between TRINITY INDUSTRIES LEASING COMPANY (\*).essec\*) and BANK OF UTAH, as collateral agent (\*Collateral Agent\*), with reference to the following:

Lessee, as lessee, Bane of America Leasing & Capital, LLC ("BALC"), as lessor, and the Collateral Agent, as collateral agent under that certain Collateral Agency Agreement dated as of february 6, 2009 by and among Lessee, BALC, the Collateral Agent and other Lessor Parties a party thereto from time to time (the "Collateral Agency Agreement"), are parties to that certain Subleasing Consent and Amendment dated as of February 6, 2009 (the "Subleasing Consent and Amendment") whereby Lessee has pledged, assigned, transferred and granted to the Collateral Agency Agreement of BALC and other lessor Parties (under and as defined in the Collateral Agency Agreement) a continuing, first priority security interest in any and all Lease Agreements (as defined in the Subleasing Consent and Amendment) of the railcars described in Exhibit A hereto (the "Units"), together with all proceeds thereof, including proceeds in the form of goods, accounts, chattel paper, documents, instruments, general intangibles, investment property, deposit accounts, letter of credit rights and supporting obligations, and all books and records solely regarding the leasing or subleasing of the Units under the Agreement, the Schedules thereto and the Lease Agreements (each as defined in the Subleasing Consent and Amendment).

[ signatures appear on next page ]

IN WITNESS WHEREOF, the parties hereto have executed or caused this Momorandum of Assignment of Subleases to be executed as of the date first above written.

Bank of Utah, as Collateral Agent	Trinity Industries Leasing Company		
By: Name: Name: Name: Vice President	By: Name: Title:		

IN WITNESS WHEREOF, the parties hereto have executed or Caused this Memorandom of Assignment of Subleases to be executed as of the date first above written.

Bank of Utah, as Collateral Agent	Trinity Industries Leasing Company
	100
Ву:	By: / 2 / 2 / 0
Name:	Name: Wahers to Very
Little:	Title: Vice President There willhard Se

STATE OF TEXA	<u>5.</u>	COENTY OF
On this A day of James 15 - Long person is the Vice Etended Processed Assessed on Board of Directors, and she acknowledged free act and deed of said corporation.	, 2009 on behalf of said corpo	oration by authority of its
RACHELLE D MERRYMAN Notary Public, State of Texas all My Commission Expires January 20, 2013  My commission expires:	Nothing Public	Meryma
STATE OF TO WITE	errek, magai ya jegan mango mbo se Timang dekanasahigi.	COUNTY OF
On this day of to me person is the of B 2009 on behalf of said corporation.	ANK OF UTAH, that said it oration by authority of its Boa	istrument was signed on and of Directors, and she
[Notarial Seal]	Notary Public .	aguingsafair.
My commission expires:		

STÁTE	Oly	, TO WIT:	-		COÚNTY	OF.
Board of Di	ient was sigi rectors, and	day of	, 2009 on behalf	STRIES 4.1 of said co	EASING COMI rporation by aut	PANY, that hority of its
[Notarial Se	al		Notary Public	<del> </del>		
My commis	sion expires			_		
On Nancy, is the V	ice Presiden 2009, og bel edghat the o	TO WIT:  / day of to me persona	ANK OF UTAF ration by author	being by r l, that said ity of its t	instrument was foard of Directo	s signed; on ors, and she.
JNotarial Sea	alj,		Notary Public	THE .	<u> </u>	A A SAME
My commiss	sion expires;			jijijida ji Staty of Comin. Expire		

## EXHIBIT: A DESCRIPTION OF UNITS

<u>11)</u> .	Asset Mark	Car Type	Vendor.	Description of Assets
<i>.</i> —	<del>-,</del>			
1	TILX048131	Freight	Trinity North American Freight Car, Inc.	4,323 cf Long Door OTH Coal Cars
2	T11,X048132	Freight	Trinity North American Freight Car, Inc.	4,323 of Long Door OTH Coal Cars
		_	Trinity North American Freight Car,	4,323 cf Long Door OTH Coal Gars
3	TIL,X048133	Freight	Inc. Trinity North American Freight Car.	4;323 of Long Door OTH Goal
<u>-</u> 1	.471LX048134	Freight	Inc. Trinity North American Freight Car,	Cars 4,323 of Long Door OTH Coal
3	TH:X048135	l:rcight	Inc. Trinity North American Freight Car,	Cars 4,323 of Long Door OTH Coal
6	T11:X048136	Freight	Inc.	Cars 4;323 cf Long Door OTH Coal
.7	TILX048137	Freight	Trinity North American Freight Car, Inc.	Cars
8	TILX048138	lireight	Trinity North American Freight Car, Inc.	4,323 of Long Door OTH Coal Cars
<u>i</u> g	TILX048139	Freight	Trinity North American Freight Car, Inc.	4;323 of Long Door OTH Coal Cars
	•	•	Trinity North American Freight Car,	4,323 of Long Door OTH Coal
10	TILX048140	Freight	Inc. Trinity North American Freight Car,	Cars 4,323 of Long Door OTH Coal
Ü	TILX04814)	Freight	lnc., Trinity North American Freight Car,	Cars 4,323 of Bong Door OTH Coal
12 `	TII,X048142	Freight	Inc. Trinity North American Freight Car,	Cars 4,323 of Long Door OTH Coal
13	TIL,X048143	Freight	Inc. Trinity North American Freight Car,	Cars 4,323 of Long Door OTH Coal
14	TILX048144	Freight	Inc.	Cars
15	TILX048145	Freight	Trinity North American Freight Car, Inc.	4,323 of Long Door OTH Coal Cars
16	TILX048146	Freight	Trinity North American Freight Car, Inc.	4,323 of Long Door O'll Coal Cars
		_	Trinity North American Freight Car,	4,323 of Long Door OTH Coal
17	TILX048147	Freight	Inc. Trinity North American Freight Çar,	Cars 4,323 of Long Door O'111 Coal
18	TILX048148	Freight	Inc. Trinity North American Freight Car,	Cars 4,323 of Long Door OTH Coal
19-	TILX048149	Freight	Inc. Trinity North American Freight Car,	Cars 4,323 of Long Door OTH Coal
20	TILX048150	Freight	Inc. Trinity North American-Freight Car,	Cars 4,323 of Long Door O'll Coal
21	TILX048151	Freight	Inc.	Cars
22:	T11.X048152	Freight	Trinity.North American Freight Car, Inc.	4,323 of Long Door OTH Coal Cars
23	TILX048153	Freight	Trinity North American Freight Car, Inc.	4,323 of Long Door O'l'll Coal Cars
24	TILX048154	Preight	Trinity North American Freight Car, Inc.	4,323 of Long Door O'H Coal Cars
	-	-	Trinity North American Freight Car,	4,323 of Long Door OTH Coal
25	TILX048155	Freight	Inc. Trinity, North American Freight Car,	Cars 4,323 of Long Door O'll Coal
26	TILX048156	Freight	Inc. Trinity North American Freight Car,	Cars 4,323 of Long Door OTH Coal
27	T1LX048157	Freight	Inc.	Cars
28	TILX048158	Freight	Trinity North American Freight Car,	4,323 of Long Door OTH Coal

			inc.	Çars
			Trinity North American Freight Car,	4,323 of Long Door OTH Coal
29	TILX048159	Freight	Inc.	Cars;
			Trinity North American Freight Car,	4,323 cf Long Door OTH Coal
30	TH.X048160	Freight	Inc.	Cars
		•	Trinity North American Freight Car,	4,323 cf Long Door OTH Coal
31	IILX048161	Freight	Inc.	Cars
			Trinity North American Freight Car.	4,323 cf Long Door OTH Coal
.32 ·	TII:X048162	Freight	Inc.	Cars
22	TH: VA40122	Chistoria	Trinity North American Freight Car,	4,323 cf Long Door OTH Coal
33	TILX048163	Freight	Inc.	Cars 4,323 of Long Door O'I'll Coal
2.1	TILX048164	Freight	Trinity North American Freight Car, Inc.:	Cars
.34	11770-1010-4	ricigit	Trinity North American Preight Car,	4,323 cf Long Door O'll Coal
35	TILX048165	Freight	· Inc.	Cars
			Trinity North American Freight Car,	4,323 cf Long Door OTH Coal
36	T1LX048166	Freight	Inc.	Cars
			Trinity North American Preight Car,	4,323 of Long Door OTH Coal
37	TILX048167	Freight	Inc.	Cars
		٠,	Trinity North American Freight Car,	4,323 cf Long Door OTH Coal
38	TILX048168	Freight	Inc.	Cars
	-		Trinity North American Freight Car,	4,323 cf Long Door OTH Coal
39	TILX048169	Freight	lne:	Cars
			Trinity North American Freight Car,	4,323 of Long Door O'f H Coal
40	TILX048170	Freight	Inc	Gars,
			Trinity North American Freight Car,	4,323 cf Long Door OTH Coal
41	TILX048171	Freight	Inc.	Cars
	201 2040193	Particle	Trinity North American Freight.Car,	4,323 cf Long Door OTH Coal
42	TILX048172	Freight	Inc Trinity North American Freight Car,	Cars 4,323 of Long Door OTH Coal
4,3	TILX048173	Freight	Inc.	Cars
4.1	1167040175	ııçiğın	Trinity North American Freight Car,	4,323 of Long Door O'l'H Coal
44	TILX048174	Freight	Inc <sub>s</sub> .	Cars ·
• •	114110 1011,1		Trinity North American Freight Car,	4,323 of Long Door OTH Coal
45	TILX048175	Freight	Inc.	Cars
	;		Trinity North American Freight Car.	4,323.cf Long Door OTH Coal
46	TILX04817.6	Freight	Inc.	Cars
			Trinity North American Freight Car,	4,323 of Long Door OTH Coal
47	TH.X048177	Freight	Inc.	Cars
			Trinity North American Freight Car,	4,323 cf Long Door OTH Coal
48	TILX048178	Freight	Inc.	Cars
40.	THE VOADLEO	Durlaha	Trinity North American Freight Car,	4,323 cf Long Door OTH Coal Cars
49.	TILX048179	Freight	Inc. Trinity North American Freight Car,	4;323 of Long Door OTH Coal
50	T11.X048180	Preight	Inc.	Cars
50	11170-10100	ricigii	Trinity North American Freight Car,	4,323 of Long Door O'l H Coal
51	TILX048181	Freight	inc.	Cars
			Trinity North American Freight Car,	4,323 cf Long Door OTH Coal
.52	T1LX048182	Freight	Inc.	Cars
	•	•	Trinity North American Freight Car,	4,323 cf Long Door OTH Coal
53.	TILX048183	l reight	Inc.	Cars
		<u>.</u>	Trinity North American Freight Car,	4,323 of Long Door OTH Coal
<u>\$</u> 4	T1LX048184	Freight	Inc.	Cars
	American Control		Trinity North American Freight Car,	4,323 of Long Door OTH Coal
55	TILX048185	Freight	inc.	Cars
.,	THE VALOUE	Carl La	Trinity North American Freight Car,	4,323 of Long Door O'TH Coal
56-	TILX048186	Freight	Inc. Trinity North American Freight Car,	Carš 4,323 cf Long Door OTH Coal
57	TILX048187	Freight	Irinity North American Freight Car, Inc.	Cars
31	1117040101	rreignt	IIIC.	Out

			Trinity North American Freight Car,	4,323 of Long Door OTH Coal
58	TILX048188	Freight	inc.	Çarş
			Trinity North American Freight Car,	4,323 of Long Door OTH Coal
59	TILX048189	Freight	Inc.	Cars
			Trinity North American Freight Car,	4,323 cf Long Door O'FH Coal
60	TH.XQ48190	Freight	Inc.	Cars
			Trinity North American Freight Car,	4,323 cf Long Door OTH Coal
61	TILX048191	Freight	Inc.	Cars.
			Trinity North American Freight Car,	4,323 of Long Door OTH Coal
62	T1LX048192	Preight	Inca	Cars
			Trinity North American Freight Car,	4,323 cf Long Door O'l'll Coal
63	'I'ILX048193;	Freight ,		Çars
			Trinity North American Freight Car,	4,323 of Long Door OTH Coal
64	T11.X048194	Freight	Inc.	Cars
		•	Trinity North American Freight Car,	4,323 of Long Door O'l'H Coal
65	TH.X048195	Freight	Inc.	Cars
			Trinity North American Freight Car,	4,323 of Long Door OTH Coal
6 <del>6</del> .	511LX048196	Freight	Inc.	Cars .
		·		•
			Trinity North American Freight Car,	4,323 of Long Door OTH Coal
67	TILX048197	Freight	inc.	Çars
		_	Trinity North American Freight Car,	4,323 of Long Door OTH Coal
68	TILX048198.	Freight	Inc.	Cars
		-	Trinity North American Freight Car,	4,323 cf Long Door O'll Coal
69	TILX048199	Freight	Inc.	Cars
			Trinity North American Freight Car,	4,323 of Long Door OTH Coal
70 -	TILX048200	Freight	fnc _	Cars
	-		Trinity North American Freight Car,	4,323 of Long Door OTH Coal
71	T1LX048201	Freight	Inc.	Cars -
		_•	Trinity North American Freight Car,	4,323 cf Long Door O'l'H Coal
72 -	TILX048202	Freight	Inc.	Cars
			Trinity North American Freight Car,	4,323 of Long Door OTH Coal
73	T1LX048203	Freight	lnc.,	Cars
	WH 140 4000 4		Trinity North American Freight Car,	4,323 cf Long Door OTH Coal
74	T11.X048204	Freight	Inc.	Cars
			Trinity: North American Freight Car,	4,323 cf Long Door O l'H Coal
75	TILX0:18205	Freight	inc.	Cars
	#11 Un 1000		Trinity North American Freight Car.	4,323 cf Long Door OTH Coal
76	T1LX048206	Freight	inc.	Cars
77	THE VALUE OF	Contaka	Trinity North American Freight Car,	4,323 of Long Door OTH Coal
77	TILX048207	Freight	Inc. Trinity North American Freight Car,	Cars
70	שמכטגמע וויוי	Canich		4,323 of Long Door OTH Coal Cars-
78	TILX048208	Freight	Inc. Trinity North American Freight Car,	4,323 of Long Door OTH Coal
79	TILX048209	Freight	Inc.	Cars
,,	116770-10209	ricigin	Trinity North American Freight Car,	4,323 of Long Door OTH Coal
80	T1LX048210	Freight	Inc.	Cars
017	11677940210	i icigii	Trinity North American Freight Car,	4,323 cf Long Door OTH Coal
81	T1LX048211	Freight	Inc	Cars
٠.		4.5	Trinity North American Freight Car,	4,323 cf Long Door OTH Coal
82	TILX048212	Freight	Inc.	Cars
<b>-</b>	IIIIIVTONIA		Trinity North American Freight Car,	4,323 of Long Door OTH Coal
83	TILX048213	Freight	Inc.	Cars
			Trinity North American Freight Car,	4,323 cf Long Door OTH Coal
84	TILX04821:1	Freight	Inc.	Cars .
			Trinity North American Freight Car,	4,323 cf Long Door OTH Coal
85	TILX048215	Freight	Inc.	Cars
	-	- •		

			Trinita North American Emirch Con	4,323 of Long Door OTH Coal
86	TILX048216	. Freight	Trinity North American Freight Car, Inc.	Cars
	1115710 15210		Trinity North American Freight Car,	4,323 of Long Door Of II Coal
87	TILX048217	Frèight	Inc.	Cars
<b>6</b> 0	'ru: V040010	الاستارين	Trinity North American Freight Car,	4,323.cf Long Door O'l'H Coal
88	TIEX048218	Freight	Inc. Trinity North American Freight Car,	Cars 4,323 of Long Door OTH Coal
89	TILX048219	Ereight	Inc.	Cars
	-		Trinity North American Freight Car,	4,323;cf Long Door OTH Coal
90	T1LX048220	Freight	Inc.	Cars
9.1	TILX048221	Freight	Trinity North American Freight Car, Inc.	4,323 of Long Door O'll Coal Gars
7.1	1167040221	i icigiii	Trinity North American Freight Car,	4,323 cf Long Door OTH Coal
92	TILX048222.	Freight	Inc.	Çars
	WWW 146 46663		Trinity North American Freight Car,	4,323 cf Long Door OTH Coal
93	TH.X048223	Freight.	Inc; Trinity North American Freight Car,	Cars 4,323 of Long Door OTH Coal
94	TILX048224	Freight	Inc.	Cars,
•		2	Trinity North American Freight Car,	4,323 of Long Door O'lli Coal.
95	TILX048225	Freight	Inc.	Cars
96	TILX048226	Freight	Trinity North American Freight Car, Inc.	4,323 of Long Door OTH Coal Cars
7.0	110/10-10020	, , , , ,	Trinity North American Freight Car,	4,323 of Long Door OTH Coal
97	TILX048227	Freight	Inc.	Cars
A)D	TH VA.10220	Pariole	Trinity North American Freight Car,	4,323 cf Long Door OTH Coal Cars
98	TILX048228	Freight	Inc. Trinity North American Freight Car,	4,323 of Long Door OTH Coal
99	T11.X048229	Freight	Inc. /	Cars
	-		Trinity North American Freight Car,	4,323 of Long Door O'll Coal
100	T11.X048230	Freight	Inc. Trinity North American Freight Car,	Cars 4,323 of Long Door OTH Coal
101	TH.X04823.1	Freight	inc.	Cars
		_	Trinity North American Freight Car,	4,323 cf Long Door O'l'H Coal
102	111 <sup>1</sup> X048232	Freight	Inc.	Cars
103	TILX048233	Freight	Trinity North American Freight Car, Inc.	4,323 of Long Door OTH Coal Cars
,			Trinity North American Freight Car,	4,323 of Long Door OTH Coal
104	T11.X048234	. Freight	Inc.	Cars
105	TILX048235	Freight	Trinity North American Freight Car, Inc.	4,323 of Long Door OTH Coal Cars
10,7	1117040233	LiciBut	Trinity North American Freight Car,	4,323 of Long Door OTH Coal
106	TILX048236	Freight	Inc.	Cars
109	TH V040222	Parallelas	Trinity North American Freight Car,	4,323 of Long Door OTH Coal
1.07	T1LX048237	Freight	Inc. Trinity North American Freight Car,	Cars 4,323 of Long Door OTH Coal
108	TILX048238	Freight	Inc	Cars
			Trinity North American Freight Car,	4,323 of Long Door OTH Coal
105	TILX048239	Freight	Inc. Trinity North American Freight Car,	Cars 4,323 of Long Door OTH Coal
110	TILX048240	Freight	inc.	Cars
	٠	-	Trinity North American Freight Car,	4,323 cf Long Door OTH Coal
111	TILX048241	Freight	Inc. Trinity North American Freight Car,	Cars 4,323 of Long Door OTH Coal
I-12	711.X048242	Freight	lnc.	Cars
		•	Trinity North American Freight Car,	4,323 of Long Door OTH Coal
113	TILX048243	Freight	Inc.	Cars
114	TILX048244	Freight	Trinity North American Freight Car, Inc.	4,323 of Long Door O'll Coal Cars
			Trinity North American Freight Car,	4,323 of Long Door OTH Coal
115	TII_X048245	Freight	Inc	Cars

		•	Trinity North American Freight Car.	4,323 of Long Door OTH Coal
116	TILX048246	Freight	Inc.	Cars
		_	Trinity North American Freight Car,	4,323 cf Long Door OTH Coal
117	TILX048247	Freight	Inc.	Cars
			Trinity North American Freight Car,	4,323 cf Long Door OTH Coal
118	TILX048248	Preight	Inc	Ćars
		- •	Trinity North American Freight Car,	4,323 cf Long Door OTH Coal
119	T1LX048249	Freight	Inc.	Cars ·
		_	Trinity North American Freight Car,	4,323 of Long Door OTH Coal
120.	FILX048250	Freight	Inc.	Carş
		-	Trinity North American Freight Car,	4,323 of Long Door OTH Coal
121	TII-X048251	Freight	Inc.	Cars
			Trinity North American Freight Car,	4,323 of Long Door OTH Coal
122	TILX048252	Freight	Inc.	Cars
		•	Trinity North American Freight Car,	4,323 cf Long Door O'lli Coal
123	TILX048253	Freight	Inc.	Cars
		•••	Trinity North American Freight Car,	4,323 cf Long Door O'FH Conf.
1:24	TILX048254	Freight	Inç.	Cars
•			Trinity North American Freight Car,	4,323 of Long Door O'll Coal
125	TILX048255	Freight	Inc <sub>i</sub> .	Cars ;